



**econtext Asia Limited**

**環亞智富有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1390)**

**FORM OF PROXY**

**FOR THE GENERAL MEETING OF  
THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON  
THURSDAY, 23 APRIL 2015 AT 10:30 A.M.  
(or as soon thereafter as the Court Meeting (as defined below)  
shall have been concluded or adjourned)  
(or any adjournment thereof)**

I/We,<sup>(Note 1)</sup> \_\_\_\_\_,  
of \_\_\_\_\_, being the registered holder(s)  
of<sup>(Note 2)</sup> \_\_\_\_\_ shares in the capital of  
econtext Asia Limited (the “Company”) hereby appoint the Chairman of the meeting, or<sup>(Note 3)</sup>  
\_\_\_\_\_, of \_\_\_\_\_,

as my/our proxy to attend and act for me/us and on my/our behalf as directed below at the general meeting (the “General Meeting”) of the Company (and at any adjournment thereof) to be held at Gloucester Room II, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 23 April 2015 at 10:30 a.m. (or as soon thereafter as the meeting of certain shareholders of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for the same day and place shall have been concluded or adjourned (the “Court Meeting”)), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as a special resolution as set out in the notice convening the General Meeting and at such General Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the special resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

<b>SPECIAL RESOLUTION</b>	<b>FOR<sup>(Note 4)</sup></b>	<b>AGAINST<sup>(Note 4)</sup></b>
TO APPROVE, INTER ALIA, THE SCHEME AND THE RELATED REDUCTION OF SHARE CAPITAL OF THE COMPANY AND THE ISSUE AND ALLOTMENT OF THE NEW SHARES AS DEFINED AND MORE PARTICULARLY SET OUT IN THE NOTICE CONVENING THE GENERAL MEETING		

Date: \_\_\_\_\_ 2015      Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all of the Shares of the Company registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. Any member of the Company entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.

4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will be entitled to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the General Meeting other than those referred to in the notice convening the General Meeting.
5. This form of proxy must be signed by you or your agent duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an agent or officer so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
6. In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the Share.
7. In order to be valid, this form of proxy, together with the letter or power of attorney or other authority under which it is signed (if any) or a notarially certified copy thereof (in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), must be lodged with the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending the General Meeting or any adjournment thereof and voting in person at the General Meeting if you so wish. In the event that you attend and vote at the General Meeting or any adjournment thereof after having lodged your form of proxy, your form of proxy will be revoked by operation of law.